

Offshore Oil Engineering Co., Ltd.

Announcement on Resolutions of the 15th Meeting of the 6th Board of Directors

Important Notes

The Board of Directors and all the directors of the Company pledge that the announcement contains no false records, misleading statements or major omissions, and bear joint and several liabilities for the authenticity, accuracy and integrity of the announcement.

I. Meeting Holding

On April 17, 2019, Offshore Oil Engineering Co., Ltd. (hereinafter referred to as "the Company") sent the *Notice on Holding the 15th Meeting of the 6th Board of Directors* to all directors by e-mail. On April 24, 2019, the Company convened the 15th Meeting of the 6th Board of Directors in Beijing and the Meeting was presided over by Mr. Jin Xiaojian, the President of the Company.

The number of directors supposed to attend this Meeting is 7, and actual participants are 6, of whom the independent director - Mr. Qiu Xiaohua entrusted the independent director - Mr. Guo Tao to attend the Meeting on behalf of himself and exercise the voting right; supervisors of the Company and part of the senior managers have attended this Meeting; the Meeting convened conforms to the laws, regulations, rules and articles of the Company.

II. Deliberation on Board Meeting

Upon deliberation, the directors present unanimously voted through the following resolutions:

(I) *2019 First Quarter Report of the Company* was approved upon deliberation with 7 in favor, 0 against and 0 abstention. (Please refer to www.sse.com.cn, website of Shanghai Stock Exchange for the full text)

(I) *The Proposal on Jin Xiaojian's Resignation from the President, Director, Chairman and Relevant Duties in Professional Committee of the Board* was adopted upon deliberation with 7 in favor, 0 against and 0 abstention.

Since Mr. Jin Xiaojian, the President, the Director and the Chairman of the Company has reached the legal retirement age, the Board of Directors received Jin Xiaojian's resignation report on April 24, 2019, in which he applied for resignation from the President, the Director, the Chairman and other duties in Professional Committee of the Board. Jin Xiaojian's resignation of the President shall take effect since the day when he submits the resignation report to the Board of Directors, and his resignation of the Director, the Chairman and other duties in Professional Committee of the Board will take effect when the new director is elected on shareholders meeting.

During his tenure of the President, the Director and the Chairman of COOEC from January 2017 to April 2019, Jin Xiaojian was diligent and dedicated, insisted on the original intention of building COOEC into a world-class energy engineering company, positively changed the development ideas and modes led by high-quality development and oriented on the market, took the initiative to reform and innovate, constantly optimized the product structure, accelerated the progress of industrial upgrading and further promoted the comprehensive internationalization construction, to make key breakthroughs in both domestic and foreign market development, thus guaranteeing steady progress in the Company's development.

The Board of Directors expressed sincere gratitude to Jin Xiaojian's outstanding contributions to the sustainable and healthy development of the Company!

(III) *Proposal on Electing Yu Yi as the Candidate of Directors of the Company* was adopted upon deliberation with 7 in favor, 0 against and 0 abstention.

Pursuant to the nomination of the shareholders of the Company, Yu Yi was agreed to be elected as the

candidate of the 6th Board of Directors.

The proposal shall be submitted to the 2018 Annual General Meeting of Shareholders for deliberation and approval.

For the independent opinions of the independent directors on that proposal, please visit SSE: <http://www.sse.com.cn>

(IV) *The Proposal on Convening the 2018 Annual General Meeting of Shareholders* was approved upon deliberation with 7 in favor, 0 against and 0 abstention. (Refer to the *Notice of the Company on Convening the 2018 Annual General Meeting of Shareholders* disclosed on www.sse.com.cn, website of the Shanghai Stock Exchange on the same day for details.)

III. Annex of Internet Announcement

Opinions of Independent Directors of the Company.

The Announcement is hereby made.

Annex: Resume of Yu Yi

Board of Directors of Offshore Oil Engineering Co., Ltd.

April 24, 2019

Annex:

Resume of Yu Yi

Yu Yi: male, born in July 1964 and graduated from Ship Design and Manufacture Major, Department of Shipbuilding, Dalian University of Technology in 1986 as an undergraduate. In 2003, he was graduated from Business Administration Major of University of Wales Institute, Cardiff as a graduate and obtained the master degree. From January 1988 to September 2002, he successively worked in CNOOC Bohai Oil Production Company and Tianjin Branch of CNOOC (China); from September 2003 to April 2004, he worked in CNOOC Gas & Power Limited; from April 2004 to October 2006, he served as the Deputy General Manager of CNOOC Fujian LNG Co., Ltd. of CNOOC Gas & Power Limited; from October 2006 to February 2007, he served as the General Manager of East Guangdong LNG Integration Project Preparatory Group of CNOOC Gas & Power Limited; from February 2007 to June 2009, he served as the Vice President of Guangdong Dapeng LNG Co., Ltd. of CNOOC Gas & Power Group; from June 2009 to July 2012, he served as the General Manager of Guangdong Zhuhai Jinwan LNG Co., Ltd. of CNOOC Gas & Power Group; from July 2012 to November 2012, he served as the Vice General Manager of the Engineering Construction Department of CNOOC and the General Manager of Guangdong Zhuhai Jinwan LNG Co., Ltd. of CNOOC Gas & Power Group; from November 2012 to November 2017, he served as the Deputy General Manager of the Engineering Construction Department of CNOOC; from November 2017 to June 2018, he served as the Deputy General Manager of the Engineering Construction Department of CNOOC; from June 2018 till now, he served as the General Manager of the Engineering Construction Department of CNOOC.

Yu Yi does not hold any share of the Company, and is never punished by CSRC and other departments concerned or stock exchange.